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-and -

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Lead Counsel for Lead Plaintiff and the Class

UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK

IN RE CHINA SUNERGY SECURITIES
LITIGATION

CIVIL ACTION NO. 07-civ-7895
(DAB)

1DAB/2/25/11
~~PROPOSED~~ ORDER
ADJOURNING SETTLEMENT
FAIRNESS HEARING,
APPROVING REVISED
SUMMARY NOTICE, AND
RESETTING RELEVANT
DEADLINES

This Document Relates To: All Actions

Judge: Hon. Deborah A. Batts

This matter came before the Court pursuant to Lead Plaintiff's Motion, dated February 24, 2011, for adjournment of the scheduled Settlement Fairness Hearing and providing for issuance of the Summary Notice and extension of the deadlines for Class Members file Proofs of Claim, exclude themselves from the Class, or object to any part of the Settlement, Plan of Allocation, or Motion for Award of Attorneys' Fees and Expenses. The Court having considered all papers filed and proceedings held herein and otherwise being fully informed in the premises and good cause appearing therefore, IT IS HEREBY ORDERED, ADJUDGED AND DECREED that:

1. This Order incorporates by reference the definitions in the Stipulation, and all terms used herein shall have the same meanings set forth in the Stipulation.

2. This Court has jurisdiction over the subject matter of the Action and over all parties to the Action, including all Class Members.

3. A hearing (the "Settlement Fairness Hearing") shall be held before this Court on April 7, 2011, at 2:30pm, at the Daniel Patrick Moynihan United States Courthouse, 500 Pearl St., Courtroom 24B, New York, NY 10007-1312, to determine whether the proposed settlement of the Action on the terms and conditions provided for in the Stipulation is fair, reasonable, and adequate to the Class and should be approved by the Court; whether a Judgment as provided in the Stipulation should be entered herein; whether the proposed Plan of Allocation should be approved; and to determine the amount of fees and expenses that should be awarded to Lead Counsel. The Court may adjourn the Settlement Fairness Hearing without further notice to Members of the Class.

4. The Court approves, as to form and content, the Revised Summary Notice for publication, annexed as Exhibit A to the Motion to Adjourn Settlement Fairness Hearing, Approve Revised Summary Notice, and Reset Relevant Deadlines.

5. Lead Counsel shall cause the Revised Summary Notice to be issued electronically over a widely-disseminated media wire service on the Internet not later than March 18, 2011.

6. Class Members who wish to participate in the Settlement shall complete and submit Proof of Claim forms in accordance with the instructions contained therein. Unless the Court orders otherwise, all Proof of Claim forms must be postmarked no later than April 22, 2011. Any Class Member who does not timely submit a Proof of Claim within the time provided for shall be barred from sharing in the distribution of the proceeds of the Net Settlement Fund, unless otherwise ordered by the Court.

7. Any person who desires to request exclusion from the Class shall do so within the in the manner described in the Notice, such that any request for exclusion is postmarked not later than March 31, 2011. All persons who submit valid and timely requests for exclusion in the manner set forth in the Notice shall have no rights under the Stipulation, shall not share in the distribution of the Net Settlement Fund, and shall not be bound by the Stipulation or the Judgment entered in the Action.

8. Any Member of the Class may enter an appearance in the Action, at their own expense, individually or through counsel of their own choice. If they do not enter an appearance, they will be represented by Lead Counsel.

9. Any Member of the Class may appear and show cause, if he, she, or it has any reason, why the proposed settlement of the Action should or should not be approved as fair, reasonable, and adequate, why a judgment should or should not be entered thereon, why the Plan of Allocation should or should not be approved, or why attorneys' fees and expenses should or should not be awarded to Lead Counsel. Any Class Member may object in writing to the approval of the terms and conditions of the proposed settlement, or, if approved, the Judgment to be entered thereon approving the same, or the order approving the Plan of Allocation, or the attorneys' fees and expenses to be awarded to Lead Counsel. Objection(s) must be postmarked not later than March 31, 2011, and shall be sent to: the Court; Kahn Swick & Foti, LLC on behalf of the Lead Plaintiff; and Counsel for the Defendants, at the following addresses:

COURT:

Clerk of the Court
United States District Court for the Southern District of New York

Daniel Patrick Moynihan U.S. Courthouse
500 Pearl Street
New York, NY 10007

FOR LEAD PLAINTIFF:

Lewis S. Kahn
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605 Covington Street
Madisonville, LA 70447

Lead Counsel for Lead Plaintiff and the Class

FOR DEFENDANTS:

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New York, New York 10036

Counsel for Defendant China Sunergy Co., Ltd. and Individual Defendants Tingxiu Lu, Jianhua Zhao, James Shaofeng Qi, Guangyou Yin, Fengming Zhang, Shiliang Guo

Adam S. Hakki
SHEARMAN & STERLING LLP
599 Lexington Avenue
New York, New York 10022-6069

Counsel for the Underwriter Defendants

Robert A. Horowitz
GREENBERG TRAURIG, LLP
MetLife Building
200 Park Avenue
New York, NY 10066

Counsel For Individual Defendant Donald J. Puglisi

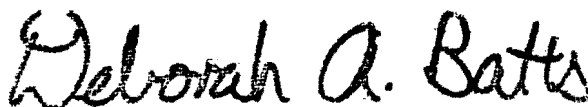
10. Any Class Member who does not make his, her, or its written objection in the manner provided and/or appear in person or through a representative at the Settlement Fairness Hearing shall be deemed to have waived such objection and shall forever be foreclosed from making any objection to the fairness or adequacy of the proposed settlement as set forth in the Stipulation, to the Plan of Allocation, or to the award of attorneys' fees and expenses to Lead

Counsel, unless otherwise ordered by the Court.

11. The Court reserves the right to continue the Settlement Fairness Hearing without further notice to the Class Members, and retains jurisdiction to consider all further applications arising out of or connected with the proposed Settlement. Should the Court continue the Settlement Fairness Hearing, such a continuance will be reflected in the Court's calendar and accessible via the Court's website. Also, Lead Counsel shall, using the same methods used for the Revised Summary Notice, issue a press release informing Class members of the change. The Court may approve the Settlement, with such modifications as may be agreed to by the Settling Parties, if appropriate, without further notice to the Class.

12. Pending the Settlement Fairness Hearing, all Class Members are enjoined from initiating or prosecuting any actions or claims against any Defendant or Released Party that are within the scope of the Releases provided for by the Stipulation.

DATED: Feb. 25, 2011



THE HONORABLE DEBORAH A. BATTS
UNITED STATES DISTRICT JUDGE

